



# STATE of MISSOURI

JAMES C. KIRKPATRICK, Secretary of State

## CORPORATION DIVISION

### Certificate of Incorporation A General Not For Profit Corporation

WHEREAS, duplicate originals of Articles of Incorporation of \_\_\_\_\_  
KANSAS CITY HOSPICE, INC.

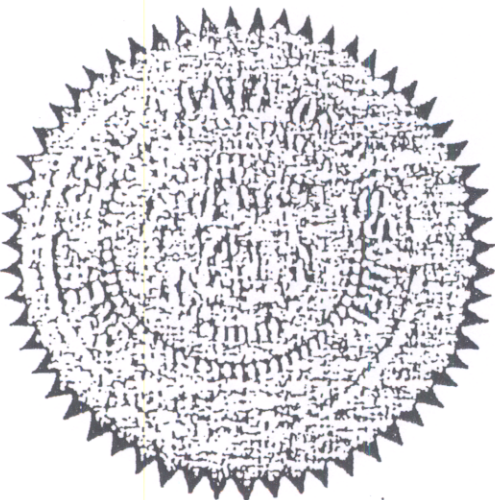
have been received and filed in the office of the Secretary of State, which Articles, in all respects, comply with the requirements of The General Not For Profit Corporation Law of Missouri:

NOW, THEREFORE, I, JAMES C. KIRKPATRICK, Secretary of State of the State of Missouri, by virtue of the authority vested in me, do hereby certify and declare \_\_\_\_\_  
KANSAS CITY HOSPICE, INC.

a body corporate, duly organized this day; that it is entitled to all rights and privileges granted corporations organized under The General Not For Profit Corporation Law of Missouri; that the address of its initial Registered Office in Missouri is \_\_\_\_\_  
2300 CITY CENTER SQUARE, 1100 MAIN ST. P.O. BOX 26278, KANSAS CITY, MO. 64108  
and that its period of existence is \_\_\_\_\_ PERPETUAL

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the GREAT SEAL of the State of Missouri, at the City of Jefferson, this 15th day of AUGUST, 1980.

*James C. Kirkpatrick*  
Secretary of State



RECEIVED OF: \_\_\_\_\_ KANSAS CITY HOSPICE, INC.

Ten and no/100 ----- Dollars, \$ 10.00

For Credit of General Revenue Fund, on Account of Incorporation Tax and Fee.

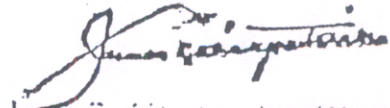
No. N00024757

*James C. Kirkpatrick*  
Secretary of State



ARTICLES OF INCORPORATION  
OF  
KANSAS CITY HOSPICE, INC.

AUG 15 1980

  
Commissioner Dept. of Secretary of State

We, the undersigned, being natural persons of the age of twenty-one years or more and citizens of the United States, for the purpose of forming a not-for-profit corporation under the provisions of The General Not for Profit Corporation Act of the State of Missouri, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

KANSAS CITY HOSPICE, INC.

ARTICLE II

This corporation is organized exclusively for charitable, scientific and educational purposes. The terms charitable, scientific and educational shall have the same meaning herein that they have in Section 501(c)(3) of the Internal Revenue Code of 1954.

Without limiting the generality of the foregoing, the purposes of this corporation shall be to engage in, carry on and conduct the business of addressing the physical, emotional, spiritual, social and financial needs of patients with progressive diseases, to have a limited prognosis, emphasizing the management of pain and other symptoms associated with terminal illness. Such services to include oversight of a home care health delivery system; arrangements and follow-up care by trained individuals; and educational programs for the Kansas City community and care givers describing the Hospice as a significant approach to meeting the needs of terminally ill patients. Notwithstanding the foregoing, this corporation shall not engage in any activity which may not be engaged in by a corporation which is exempt under Section 501(c)(3) of the Internal Revenue Code of 1954 or the comparable provisions of the Internal Revenue Code then in effect.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation. The corporation shall not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office.

No part of the net earnings or other assets of the corporation shall inure to the benefit of any director, officer, contributor, or other private individual, having, directly or indirectly, any personal or private interest in the activities of the corporation.

ARTICLE III

The corporation shall have all the powers of a not-for-profit corporation under The General Not for Profit Corporation Act of the State of Missouri and the above enumeration of the purposes of the corporation shall not be construed to limit or be in derogation of such statutory powers; provided, however, that none of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation.



The corporation shall have the following powers, to be exercised only to prosecute and further its nonprofit purposes:

(a) To purchase, take, receive, lease as lessee, take by gift, devise, bequest, or otherwise acquire, and to own, hold, use and otherwise deal in and with any real or personal property, or any interest therein, situated in or out of the State of Missouri, as may be necessary and proper for carrying on its legitimate affairs;

(b) To receive and take by gift, grant, assignment, transfer, devise or bequest, any real or personal property in trust for such purposes as may be necessary and proper for carrying on its legitimate affairs and to execute and perform all such trusts in accordance with the terms, conditions, limitations, and restrictions thereof;

(c) To sell, convey, mortgage, pledge, lease as lessor, and otherwise dispose of all or any part of its property and assets;

(d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use or employ shares or other interests in or obligations of domestic or foreign corporations, whether for profit or not for profit, associations, partnerships, or individuals; and to sell, mortgage, loan, pledge, or otherwise dispose of, such shares, interests, or obligations;

(e) To make contracts and incur liabilities which may be appropriate to enable it to accomplish any or all of its purposes; to borrow money for its corporate purposes at such rates of interest as the corporation may determine, to issue its notes, bonds, and other obligations; and to secure any of its obligations by mortgage, pledge, or deed of trust of all or any of its property, franchises, and income;

(f) To invest its funds from time to time in any real or personal property, to lend money for its corporate purposes; and to take and hold real and personal property as security for the payment of funds so invested or loaned;

(g) To make donations in furtherance of any of its purposes; and

(h) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized.

The corporation shall have all the powers of a not-for-profit corporation under The General Not for Profit Corporation Act of the State of Missouri and the above enumeration of powers shall not be construed to limit or be in derogation of such statutory powers; provided, however, that none of the powers of the corporation shall be exercised to carry on activities, otherwise than as an insubstantial part of its activities, which are not in themselves in furtherance of the purposes of the corporation.

Notwithstanding anything herein contained, the corporation shall not act or refrain from acting in such a manner so that the corporation shall be liable for any of the taxes imposed by Sections 4941, 4942, 4943, 4944 and 4945 of the Internal Revenue Code of 1954, as amended, or any corresponding Section of any subsequent Federal tax law. Without intending to limit hereby the generality of the foregoing, the corporation:



A. shall not do or cause to be done anything constituting a "prohibited transaction" as defined in Section 503 of the Internal Revenue Code of 1954, as amended;

B. shall distribute its income for each taxable year at such time and in such manner as not to become subject to the excise tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954, as amended;

C. shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, as amended;

D. shall not acquire or retain any stock or business interest which would constitute excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, as amended;

E. shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954, as amended; and

F. shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, as amended.

#### ARTICLE IV

The duration of the corporation shall be perpetual and the corporation during its existence shall at all times observe, and be subject to, the restrictions and limitations upon the general powers of the corporation, as set forth in Article III hereof.

#### ARTICLE V

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Nancy Abdou, M.D.	Research Medical Center 2316 East Meyer Boulevard Kansas City, Missouri 64132
XXXXXXXXXXXXXXXXXXXX	XXXXXXXXXXXXXXXXXXXX XXXXXXXXXXXXXXXXXXXX XXXXXXXXXXXXXXXXXXXX
Mark Davidner, M.D.	Baptist Memorial Hospital 6601 Rockhill Road Kansas City, Missouri 64131
Allan Fleming, M.D.	Trinity Lutheran Hospital 31st and Wyandotte Kansas City, Missouri 64111

#### ARTICLE VI

The address of the initial registered office in the State of Missouri is 2300 City Center Square, 1100 Main Street, P. O. Box 26278, Kansas City, Missouri 64196. The name of the initial registered agent at said address is Robert C. Levy.

#### ARTICLE VII

The corporation shall not have members as such but, in lieu thereof, shall have only a self-perpetuating board of directors,



in which board there shall be vested all of the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation. The rights, powers and privileges of the directors shall be fixed in the bylaws. The bylaws of the corporation may from time to time be altered, amended, suspended or repealed, or new bylaws may be adopted, by resolution adopted by a majority of the full board of directors at a meeting thereof.

The first board of directors shall consist of twelve (12) persons, who shall be vested with the power and authority to adopt the initial bylaws of the corporation and who shall hold office until their successors are duly elected and qualified, all as provided in the bylaws. Thereafter, the number of members of the board of directors shall be fixed by the bylaws, as amended from time to time, and at any time after the adoption of the initial bylaws the number of directors may be increased or decreased from by amendment to the bylaws in accordance with the applicable laws of the State of Missouri. Directors shall be elected or appointed in the manner and for the terms as provided by the bylaws.

The names and addresses of the persons constituting the first board of directors are:

<u>Name</u>	<u>Address</u>
Mr. Wynn Presson	Research Medical Center 2316 East Meyer Boulevard Kansas City, Missouri 64132
Mr. Kenneth Brown	Research Medical Center 2316 East Meyer Boulevard Kansas City, Missouri 64132
Nancy Abdou, M.D.	Research Medical Center 2316 East Meyer Boulevard Kansas City, Missouri 64132
Mr. Robert Tell	Menorah Medical Center 4949 Rockhill Road Kansas City, Missouri 64111
Irving Kartus, M.D.	Menorah Medical Center 4949 Rockhill Road Kansas City, Missouri 64111
Mr. Robert C. Levy	2300 City Center Square P. O. Box 26278 Kansas City, Missouri 64196
Mark Davidner, M.D.	Baptist Memorial Hospital 6601 Rockhill Road Kansas City, Missouri 64131
Ms. Faye Henderson	Baptist Memorial Hospital 6601 Rockhill Road Kansas City, Missouri 64131
Mr. Michael Waters	Baptist Memorial Hospital 6601 Rockhill Road Kansas City, Missouri 64131
Mr. George Dickinson	Trinity Lutheran Hospital 31st and Wyandotte Kansas City, Missouri 64111
Mr. John Olson	Trinity Lutheran Hospital 31st and Wyandotte Kansas City, Missouri 64111



Allan Fleming, M.D.

Trinity Lutheran Hospital  
31st and Wyandotte  
Kansas City, Missouri 64111

#### ARTICLE VIII

The directors of this corporation shall not be individually or personally liable for the debts, liabilities or obligations of the corporation.

#### ARTICLE IX

Each person who is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director or officer of another corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the corporation as of right to the full extent permitted or authorized by the laws of the State of Missouri, as now in effect and as hereafter amended, against any liability, judgment, fine, amount paid in settlement, cost and expense (including attorneys' fees) asserted (or threatened against and incurred by such person in his capacity as or arising out of his status as a director or officer of the corporation or, if serving at the request of the corporation, as a director or officer of another corporation. The indemnification provided by this provision shall not be exclusive of any other rights to which those indemnified may be entitled under any law, bylaw, agreement, vote of disinterested directors or otherwise, and shall not limit in any way any right which the corporation may have to make different or further indemnifications with respect to the same or different persons or classes of persons.

No person shall be liable to the corporation for any loss, damage, liability or expense suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation or of any other corporation which he serves as a director or officer at the request of the corporation, if such person (i) exercised the same degree of care and skill as a prudent man would have exercised under the circumstances in the conduct of his own affairs, or (ii) took or omitted to take such action in reliance upon advice of counsel for the corporation, or for such other corporation, or upon statements made or information furnished by directors, officers, employees or agents of the corporation, or of such other corporation, which he had no reasonable grounds to disbelieve.

#### ARTICLE X

Should the corporation cease to conduct its affairs and be dissolved, all property and funds remaining after the payment of the debts of the corporation shall be distributed to any one or more organizations selected by the board of directors which are organizations described in each of Sections 501(c)(3), 170, 2055 and 2522 of the 1954 Internal Revenue Code or the comparable provisions of the Internal Revenue Code then in effect.

#### ARTICLE XI

The corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

IN WITNESS WHEREOF, we have hereunto set our hands on this



day of August, 1980.

Nancy Abdo, M.D.  
Nancy Abdo, M.D.

БѢЖИТЕ СЯ ОТЪ СЕБѢ

Mark Davidner, M.D.

Allan R. Fleming  
Allan Fleming, M.D.

STATE OF MISSOURI)  
                                ) ss.  
COUNTY OF JACKSON)

I, the undersigned, a Notary Public, do hereby certify that on the 27th day of August, 1980, Nancy Abdou, M.D., Irving Kartus, M.D., Mark Davidner, M.D. and Allan Fleming, M.D. personally appeared before me and being first duly sworn by me acknowledged that they signed as their free act and deed the foregoing document in the capacity of incorporators and declared that the statements therein contained are true to the best of their knowledge and belief.

IN WITNESS WHEREOF, I have hereunto set my hand and seal  
the day and year above written.

Barbara Proenster  
Notary Public

My commission expires:

Oct. 21, 1985



# STATE OF MISSOURI



Rebecca McDowell Cook  
Secretary of State

CORPORATION DIVISION

CERTIFICATE OF MERGER  
MISSOURI CORPORATION SURVIVING

WHEREAS, Articles of Merger of the following corporations:  
Name of Corporations HOSPICE CARE OF VNA (#N00038524)

INTO:

KANSAS CITY HOSPICE, INC. (#N00024757)

Organized and Existing Under Law of Missouri  
have been received, found to conform to law, and filed.

NOW, THEREFORE, I, REBECCA MCDOWELL COOK, Secretary of State of Missouri, issue this Certificate of Merger, certifying that the merger of the aforementioned corporations is effected, with

KANSAS CITY HOSPICE, INC. (#N00024757)  
as the surviving corporation.

IN TESTIMONY WHEREOF, I HAVE SET MY  
HAND AND IMPRINTED THE GREAT SEAL OF  
THE STATE OF MISSOURI, ON THIS, THE  
4th DAY OF January, 19 95.

*Rebecca McDowell Cook*

Secretary of State



\$10.00



JAN 4 1995

ARTICLES OF MERGER

THIS AGREEMENT is made and entered into as of the 4th day of January,

*Phyllis M. Damm*  
SECRETARY OF STATE

HOSPICE CARE OF VNA, a Missouri not-for-profit corporation (hereinafter referred to as "VNA"), and  
KANSAS CITY HOSPICE, INC., a Missouri not-for-profit corporation (hereinafter referred to as "KCH").

WHEREAS, Health Midwest, a Missouri not-for-profit corporation, is the sole member of Health  
Midwest Development Group, a Missouri not-for-profit corporation (hereinafter referred to as "HMDG"), and  
HMDG is the sole member of V.N.A. Corporation, a Missouri not-for-profit corporation, and V.N.A.  
Corporation is the sole member of Hospice Care of VNA; and

WHEREAS, KCH is governed by a self-perpetuating board of directors; and

WHEREAS, the board of directors and the sole member of VNA and the board of directors of KCH  
determined that it is desirable, upon the terms and conditions set forth herein, that VNA be merged with and  
into KCH and that KCH be the surviving corporation;

NOW, THEREFORE, BE IT RESOLVED, in consideration of the premises and of the mutual  
agreements herein contained, it is agreed by and between the parties hereto as follows:

1. Plan of Merger. VNA shall be and is hereby merged into KCH. The following Plan of  
Merger was approved by each of the undersigned corporations in the manner prescribed by The General Not-  
For-Profit Corporation Laws of Missouri:

A. Effective Date. The date on which the merger shall become effective shall be the  
date these Articles of Merger are filed with the Secretary of State and such date is herein called the  
"Effective Date". Notwithstanding the foregoing, the Merger shall be considered to be effective for  
tax and accounting purposes as of the close of business on December 31, 1994, regardless of the  
actual Effective Date stated above.

B. Surviving Corporation. KCH shall survive the merger herein contemplated and shall  
be referred to as the "Surviving Corporation." The separate corporate existence of VNA shall cease



forthwith upon the date of the merger, HMDG shall be the sole member of the Surviving Corporation.

C. Articles of Incorporation. The Amended Articles of Incorporation of KCH which are attached hereto as Exhibit A and incorporated herein by reference shall be the Articles of Incorporation of the Surviving Corporation following the date of the merger. The power to further amend or repeal the Articles of Incorporation is hereby expressly reserved, and all rights or powers of whatsoever nature conferred in such Articles of Incorporation or herein upon any member or director or officer of the Surviving Corporation or upon any other person whomsoever are subject to this reserved power. Such Amended Articles of Incorporation shall constitute the Articles of Incorporation of the Surviving Corporation separate and apart from this Plan of Merger and may be separately certified as the Articles of Incorporation of the Surviving Corporation.

D. By-Laws. The By-Laws of KCH shall be the By-Laws of the Surviving Corporation following the date of the merger unless and until the same shall be further amended or repealed in accordance with the provisions thereof.

E. Board of Directors and Officers. The officers of KCH shall continue in office as officers of the Surviving Corporation for the terms provided by law or in the By-Laws, or until their successors shall have been elected and qualified. The directors of the Surviving Corporation shall consist of a twenty-one (21) member Board of Directors of which eight (8) shall be Health Midwest hospital representatives nominated by the Health Midwest Policy Committee, five (5) shall be VNA representatives nominated by V.N.A. Corporation and eight (8) shall be at-large members of the community nominated by the at-large nominating committee of KCH. All nominees to the KCH Board shall be subject to election or rejection by HMDG as the sole member. If HMDG shall fail to elect any V.N.A. Corporation nominee, then HMDG must again obtain nominations from V.N.A. Corporation for any position HMDG fails to fill. Similarly, if HMDG shall fail to elect any at-large nominee, then HMDG must again obtain nominations from the at-large nominating committee of



KCH for any position HMDG fails to fill. In either such event, V.N.A. Corporation or the KCH at-large nominating committee, as applicable, shall submit a different nominee for election by HMDG.

F. Rights and Liabilities of Surviving Corporation. On the date of the merger, the Surviving Corporation shall possess all the rights, privileges, powers, licenses and franchises, both public and private, of VNA, and all property, real, personal and mixed, and all debts due VNA on whatever account, as well as all other things in action of or belonging to VNA shall be vested in the Surviving Corporation, and all property, assets, contracts, rights, privileges, powers, licenses, franchises and immunities, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of VNA and the title to any real estate vested by deed or otherwise, in VNA shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon any property of VNA shall be preserved unimpaired, and all debts, liabilities, obligations and duties of VNA shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, obligations, liabilities and duties had been incurred or contracted by it.

G. Transfer of Book Entries. On the date of the merger, the assets and liabilities of VNA shall be entered on the books of the Surviving Corporation at the amounts at which they are carried at such date on the books of VNA, subject to such intercorporate adjustments or eliminations, if any, as may be required to give effect to the transfer; and subject to such action as may be taken by the Board of Directors of the Surviving Corporation in accordance with generally accepted accounting principles. The capital and surplus of VNA shall be credited to the Surviving Corporation.

H. Termination. This Agreement of Merger may be terminated and abandoned by action of the Board of Directors of either of the parties at any time prior to the date of the merger, whether before or after approval by the members of the corporate parties hereto.



2. Adoption of Plan of Merger by Sole Member of VNA. V.N.A. Corporation, a Missouri not-for-profit corporation, is the sole member of VNA having voting rights. On November 17, 1994, V.N.A. Corporation adopted the Plan of Merger herein described by a unanimous written consent.

3. Adoption of Plan of Merger by Kansas City Hospice. At a duly held and constituted meeting of its board of directors, on December 15, 1994, Kansas City Hospice, Inc. adopted by a majority vote of the directors the Plan of Merger herein described. Prior to adoption of these Articles of Merger, there are no members having voting rights.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles of Merger to be executed in its name by its President and attested to by its Secretary or Assistant Secretary on the day and year first above written.

"VNA"

HOSPICE CARE OF V.N.A.

(Seal) *No Seal*

ATTEST:

*Judith A. Vogelsmeier*  
Judith A. Vogelsmeier,  
Assistant Secretary

By:

*Richard Roberson*  
Richard Roberson, President

"KCH"

KANSAS CITY HOSPICE, INC.

(Seal)

ATTEST:

*Bob Campbell*  
Bob Campbell, Secretary

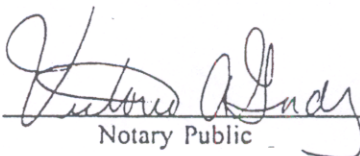
By:

*Blaine McIntosh*  
Blaine McIntosh, President



STATE OF MISSOURI           )  
  ) ss.  
COUNTY OF JACKSON        )

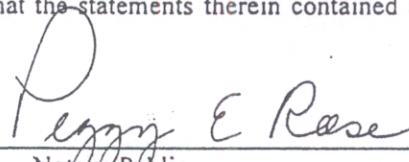
I, the undersigned, a notary public, do hereby certify that on this 4 day of January, 1995, personally appeared before me Richard Roberson, who, being by me first duly sworn, declared that he is the President of Hospice Care of VNA, a Missouri not-for-profit corporation, that he signed the foregoing document as President of the corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public

My commission expires:  
VICTORIA A GORDY  
NOTARY PUBLIC STATE OF MISSOURI  
JACKSON COUNTY  
MY COMMISSION EXP. SEPT 6, 1998

STATE OF MISSOURI           )  
  ) ss.  
COUNTY OF JACKSON        )

I, the undersigned, a notary public, do hereby certify that on this 4th day of January, 1995, personally appeared before me Elaine McIntosh, who, being by me first duly sworn, declared that she is the President of Kansas City Hospice, Inc., a Missouri not-for-profit corporation, that she signed the foregoing document as President of the corporation, and that the statements therein contained are true.

  
\_\_\_\_\_  
Notary Public

My commission expires:  
PEGGY E. ROSE  
Notary Public - State of Missouri  
Commissioned in Jackson County  
My Commission Expires October 29, 19 97



EXHIBIT A

STATE OF MISSOURI . . . Office of Secretary of State

JUDITH K. MORIARTY, Secretary of State

ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF A  
GENERAL NOT FOR PROFIT CORPORATION

*(To be submitted in duplicate)*

HONORABLE JUDITH K. MORIARTY  
SECRETARY OF STATE  
STATE OF MISSOURI  
P. O. BOX 778  
JEFFERSON CITY, MO 65102

The undersigned corporation, for the purpose of amending its Articles of Incorporation and pursuant to the provisions of the "General Not For Profit Corporation Law" of the State of Missouri, hereby executes the following Articles of Amendment:

1. The name of the corporation is Kansas City Hospice, Inc.
2. There are no members having voting rights with respect to amendments.
3. The Board of Directors of the corporation, by a majority vote, passed a resolution on December 15, 1994, which authorized and adopted the following amendment of the Articles of Incorporation:
4. The Articles of Incorporation shall be amended to read in their entirety as follows:

COMPLETE AND ENTIRE  
ARTICLES OF AMENDMENT  
TO THE  
ARTICLES OF INCORPORATION  
OF KANSAS CITY HOSPICE, INC.

ARTICLE ONE

The name of the corporation is: Kansas City Hospice, Inc.



## ARTICLE TWO

The period of duration of the corporation is perpetual.

## ARTICLE THREE

The address of the registered office in the State of Missouri is 2304 East Meyer Blvd., A-10, Kansas City, Missouri 64132, and the name of the registered agent at such address is Judith A. Vogelsmeier.

## ARTICLE FOUR

1. Health Midwest Development Group, a Missouri not-for-profit corporation, shall be the sole member of the corporation, with the authority to elect the Board of Directors of the corporation and with all other rights and privileges of a sole member of a not-for-profit corporation under the General Not-For-Profit Corporation Law of the State of Missouri and the bylaws of the corporation from time to time in effect.

2. Subject to the rights and authority of the sole member, the Board of Directors shall have the power and authority to supervise, control, direct and manage the property, affairs and activities of the corporation.

3. The number of directors comprising the Board of Directors of the corporation shall be twenty-one (21). Hereafter, the number of directors shall be fixed by the bylaws of the corporation, provided, however, that in no event shall the number of directors of this corporation be less than three.

4. The manner of election or appointment of the individuals comprising the Board of Directors and their respective terms of office shall be as provided in the bylaws of the corporation.

## ARTICLE FIVE

The purpose or purposes for which the corporation is organized are: to operate exclusively for religious, charitable, scientific, literary, and educational purposes, by engaging directly in the support of such purposes and by making distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) for use by such organizations in support of such purposes; and, except as herein restricted, to engage in any and all lawful activities



incident to, and in furtherance of the foregoing purposes, including, without limitation, to engage in, carry on and conduct the business of addressing the physical, emotional, spiritual, social and financial needs of patients with progressive diseases, who have a limited prognosis, emphasizing the management of pain and other symptoms associated with terminal illness. Such services to include oversight of a home care health delivery system; arrangements and follow-up care by trained individuals; and educational programs for the Kansas City community and care givers describing the Hospice as a significant approach to meeting the needs of terminally ill patients.

#### ARTICLE SIX

The corporation shall have all powers conferred by the General Not For Profit Corporation Law of the State of Missouri (including any amendments that may be made from time to time) except that the corporation shall neither have nor exercise any power, nor engage directly or indirectly in any activity, that could invalidate its status as a corporation which is exempt from federal-income taxation as an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time) or as a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time).

#### ARTICLE SEVEN

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not directly or indirectly participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

The corporation shall not operate for the purpose of carrying on a trade or business for profit.

#### ARTICLE EIGHT

Upon the dissolution of the corporation the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, distribute all of the remaining assets of the corporation to the sole member; provided, however, that the sole



member qualifies as an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time). If the sole member does not then qualify, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the tax-exempt purposes of the corporation, either by direct distribution or by distribution to one or more organizations qualified under Section 501(c)(3) of the Internal Revenue Code of 1986 (including any amendments that may be made from time to time), as the Board of Directors shall determine, subject to approval of such determination by the sole member. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized exclusively for such purposes.

#### ARTICLE NINE

The corporation reserves the right to alter, amend or repeal any provision contained in its Articles of Incorporation in the manner now or hereafter prescribed by the statutes of Missouri, and all rights and powers conferred herein are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned corporation has caused these Articles of Amendment to be executed in its name by its PRESIDENT or VICE PRESIDENT, and its SECRETARY or ASSISTANT SECRETARY, this 4th day of January, 1995.

KANSAS CITY HOSPICE, INC.

(Corporate Seal)

If no seal, state "none".

By Elaine McIntosh  
Elaine McIntosh, President

Attest:

Bob Campbell  
Bob Campbell, Secretary



State of Missouri     )  
                              )     ss.  
County of Jackson    )

I, the undersigned, a Notary Public, do hereby certify that on the 4th day of January, 1995, Elaine McIntosh personally appeared before me and being first duly sworn by me, acknowledged that she signed the foregoing document in the capacity therein set forth and declared that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year before written.

Peggy E Rose  
Notary Public

(Notarial Seal)

My commission expires:

PEGGY E. ROSE  
Notary Public-State of Missouri  
Commissioned in Jackson County  
My Commission Expires October 29, 1997